

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
155 North Wacker Drive
Chicago, Illinois 60606
John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York 10036

Attorneys for DPH Holdings Corp., et al.,
Reorganized Debtors

DPH Holdings Corp. Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

DPH Holdings Corp. Legal Information Website:
<http://www.dphholdingsdocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
-----	x	

JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED
DEBTORS, BENTELER AUTOMOTIVE CORPORATION, AND DELPHI
AUTOMOTIVE SYSTEMS, LLC COMPROMISING AND ALLOWING
PROOF OF ADMINISTRATIVE EXPENSE CLAIM NUMBER 19127

(BENTELER AUTOMOTIVE CORPORATION)

DPH Holdings Corp. and its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors"), Benteler Automotive Corporation ("Benteler Automotive"), and Delphi Automotive Systems, LLC (f/k/a New Delphi Automotive Systems 1, LLC) ("New DAS LLC") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors, Benteler Automotive Corporation, And Delphi Automotive Systems, LLC Compromising And Allowing Proof Of Administrative Expense Claim Number 19127 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 15, 2009, Benteler Automotive filed proof of administrative expense claim number 19127 against Delphi which asserts an administrative claim in the amount of \$147,051.60 for an overpayment made to DAS LLC (the "Claim").

WHEREAS, pursuant to the Master Disposition Agreement Among Delphi Corporation, GM Components Holdings, LLC, General Motors Company, Motors Liquidation Company (f/k/a General Motors Corporation), and DIP Holdco 3 LLC, among others, dated as of July 30, 2009 (the "MDA"), the Buyers (as defined in the MDA) assumed certain administrative expense liabilities of the Debtors.

WHEREAS, pursuant to the MDA, New DAS LLC, as a subsidiary of Delphi Automotive LLP (as assignee of DIP Holdco 3 LLC), assumed the administrative expense liabilities related to the Claim.

WHEREAS, on October 6, 2009 (the "Effective Date"), the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi and DAS LLC emerged from chapter 11 as DPH Holdings Corp. and DPH-DAS LLC, respectively.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests."

WHEREAS, on January 22, 2010, the Reorganized Debtors objected to the Claim pursuant to the Reorganized Debtors' Forty-Third Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain Administrative Expense (A) Severance Claims, (B) Books And Records Claims, (C) Duplicate Claims, (D) Equity Interests, (E) Prepetition Claims, (F) Insufficiently Documented Claims, (G) Pension, Benefit, And OPEB Claims, (H) Workers' Compensation Claims, And (I) Transferred Workers' Compensation Claims, (II) Modify And Allow Certain Administrative Expense Severance Claims, And (III) Allow Certain Administrative Expense Severance Claims (Docket No. 19356) (the "Forty-Third Omnibus Claims Objection").

WHEREAS, on February 22, 2010, Benteler Automotive filed the Response Of Benteler Automotive Corporation To Reorganized Debtors' Forty-Third Omnibus Claims Objection To The Administrative Expense Claim, No 19127 Of Benteler Automotive Corporation (Docket No. 19526) (the "Response").

WHEREAS, to resolve (a) the Forty-Third Omnibus Claims Objection with respect to the Claim and (b) any other claim, cause of action, demand, or liability of every kind and nature whatsoever (as set forth below) held by any of the Benteler Automotive Releasing Parties (as defined below) against any of the Released Parties (as defined below), the Reorganized Debtors, Benteler Automotive, and New DAS LLC entered into this Stipulation, pursuant to which, among other things, the Reorganized Debtors, Benteler Automotive, and New DAS LLC agreed that the Claim should be allowed as an administrative claim in the amount of \$67,159.26 against DPH-DAS LLC.

NOW, THEREFORE, the Reorganized Debtors, New DAS LLC, and Benteler Automotive stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$67,159.26 and shall be treated as an administrative claim against DPH-DAS LLC in accordance with the terms of the Modified Plan.
2. Satisfaction of the Claim through the payment of \$67,159.26 shall be the sole responsibility of New DAS LLC. The Reorganized Debtors shall have no responsibility with respect to the satisfaction of the Claim.
3. The Response is hereby deemed withdrawn with prejudice.
4. Allowance of the Claim in the amount of \$67,159.26 is in full satisfaction of the Claim, and Benteler Automotive, on its own behalf and on behalf of each of its

predecessors, successors, assigns, parents, subsidiaries, and affiliated companies, and each of their former, current, and future officers, directors, owners, employees, and other agents (collectively, the "Benteler Automotive Releasing Parties"), hereby waives and releases, against each of New DAS LLC, the Debtors, and the Reorganized Debtors, and each of their respective predecessors, successors, assigns, parents, subsidiaries, and affiliated companies, and each of their former and current officers, directors, owners, employees, and any other agents (collectively, the "Released Parties") any right regarding the Claim and any right to assert any other claim, cause of action, demand, or liability of every kind and nature whatsoever, including those arising under contract, statute, or common law, whether or not known or suspected at this time, which relate to the Claim. Each of the Benteler Automotive Releasing Parties organized under the laws of any governmental authority or jurisdiction in the United States, Canada, Mexico, or anywhere else in North America (the "North American Benteler Releasing Parties") further waive and release, against each of the Released Parties, any right to assert any other claim, cause of action, demand, or liability of every kind and nature whatsoever, including those arising under contract, statute, or common law, whether or not known or suspected at this time, which the North American Benteler Automotive Releasing Parties have, ever had, or hereafter shall have against the Released Parties based upon, arising out of, related to, or by reason of any event, cause, thing, act, statement, or omission occurring before the Effective Date. Without conducting a special investigation, and based solely on actual knowledge, the Benteler Automotive Releasing Parties are not aware of any such claim, cause of action, or demand by any of the Benteler Automotive Releasing Parties that are not included in the North American Benteler Releasing Parties.

5. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 10th day of December, 2010

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons
John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
155 North Wacker Drive
Chicago, Illinois 60606

/s/ Thomas P. Sarb
Thomas P. Sarb
MILLER, JOHNSON, SNELL &
CUMMISKEY PLC
250 Monroe Ave., N.W., Suite 800
Grand Rapids, MI 49501

Attorneys for Benteler Automotive Corporation

- and -

Four Times Square
New York, New York 10036

Attorneys for DPH Holdings Corp., et al.,
Reorganized Debtors

/s/ Karen J. Craft
Karen J. Craft
Managing Restructuring Counsel
Delphi Automotive Systems, LLC
Legal Staff
5825 Delphi Drive
M/C 480-410-268
Troy, Michigan 48098

Attorney for Delphi Automotive Systems, LLC